

LILLY ELI & CO  
Form 8-K  
May 06, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): May 5, 2014

ELI LILLY AND COMPANY  
(Exact name of registrant as specified in its charter)

Indiana  
(State or Other Jurisdiction  
of Incorporation)

001-06351  
(Commission  
File Number)

35-0470950  
(I.R.S. Employer  
Identification No.)

Lilly Corporate Center  
Indianapolis, Indiana  
(Address of Principal  
Executive Offices)

46285  
(Zip Code)

Registrant's telephone number, including area code: (317) 276-2000

No Change  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

We held our annual meeting of shareholders on May 5, 2014. The following is a summary of matters voted on at the meeting.

a) The five nominees for director were elected to serve three-year terms ending in 2017, as follows:

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| Nominee            | For         | Against    | Abstain   | Broker Nonvote |
|--------------------|-------------|------------|-----------|----------------|
| Michael L. Eskew   | 799,593,048 | 4,281,842  | 2,320,638 | 128,430,875    |
| Karen N. Horn      | 718,156,937 | 85,377,892 | 2,660,699 | 128,430,875    |
| William G. Kaelin  | 800,653,380 | 3,234,822  | 2,307,326 | 128,430,875    |
| John C. Lechleiter | 761,152,203 | 36,354,150 | 8,689,175 | 128,430,875    |
| Marschall S. Runge | 773,724,666 | 30,163,657 | 2,307,205 | 128,430,875    |

b) The appointment of Ernst & Young as our principal independent auditor was ratified by the following shareholder vote:

|          |             |
|----------|-------------|
| For:     | 924,615,355 |
| Against: | 7,358,562   |
| Abstain: | 2,652,486   |

c) By the following vote, the shareholders approved an advisory vote on compensation paid to named executive officers:

|                 |             |
|-----------------|-------------|
| For:            | 786,663,705 |
| Against:        | 14,430,432  |
| Abstain:        | 5,101,391   |
| Broker Nonvote: | 128,430,875 |

As of the record date of the meeting, 1,119,757,288 shares of common stock were issued and outstanding.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ELI LILLY AND COMPANY  
(Registrant)

By: /s/ James B. Lootens  
Name: James B. Lootens  
Title: Corporate Secretary

Dated: May 6, 2014